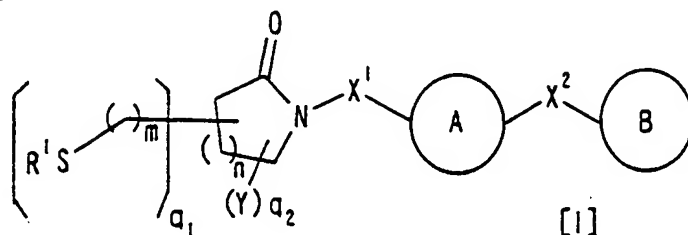


**In the Claims**

**Please substitute the following claims 14-16 for claims 14-16 now pending in the above-identified application.**

1. (Previously Presented) A compound represented by Formula:



wherein ring A and ring B may be same or different and each is an optionally substituted homocyclic or heterocyclic ring,

wherein the substituents on ring A and ring B may be bound to each other and taken together with ring A, ring B and X<sup>2</sup> to form a condensed ring,

each R<sup>1</sup> may be same or different and is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group, an optionally substituted heterocyclic group or SR<sup>2</sup>,

wherein R<sup>2</sup> is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group or an optionally substituted heterocyclic group,

X<sup>1</sup> is a bond, an optionally substituted divalent C<sub>1-3</sub> aliphatic hydrocarbon group or -NR<sup>3</sup>-,

wherein R<sup>3</sup> is a hydrogen atom, an optionally substituted hydrocarbon group or an acyl group,

X<sup>2</sup> is a bond, an optionally substituted divalent C<sub>1-3</sub> aliphatic hydrocarbon group, -NR<sup>4</sup>-, -O- or -S(O)<sub>p</sub>-,

wherein R<sup>4</sup> is a hydrogen atom, an optionally substituted hydrocarbon group or an acyl group,

and wherein p is 0, 1 or 2,

each Y may be same or different and is a hydrogen atom, an optionally substituted hydrocarbon group, a halogen atom, a carboxyl group, an acyl group, an optionally substituted hydroxy group, an optionally substituted amino group,  $SR^5$ , an oxo group, a thioxo group, an optionally substituted imino group, a nitro group or a cyano group,

wherein  $R^5$  is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group or an optionally substituted heterocyclic group,

each m may be same or different and is 0 or 1,

n is 3,

$q_1$  is an integer of 1 to  $2n+4$ ,

$q_2$  is an integer of 0 to  $2n+3$ ,

and the sum of  $q_1$  and  $q_2$  is  $2n+4$ ,

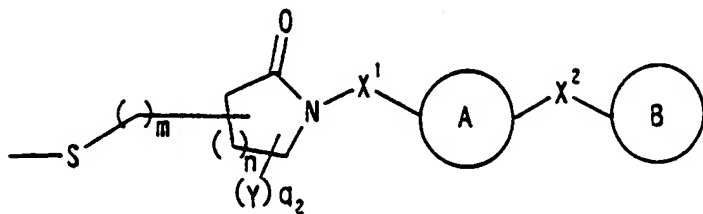
provided that when ring B is a nitrogen-containing heterocyclic ring then  $X^2$  binds to a position capable of being substituted except for a nitrogen atom on ring B, or a salt thereof.

2. (Original) A compound according to Claim 1 wherein each of ring A and ring B is an optionally substituted benzene ring.

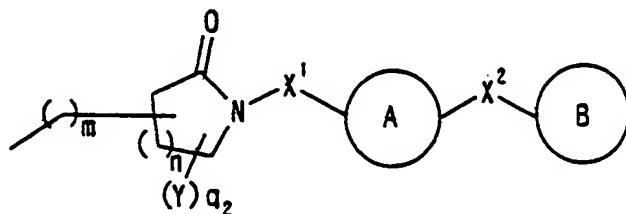
3. (Previously Presented) A compound according to Claim 1 wherein each  $R^1$  may be same or different and is a hydrogen atom, an optionally substituted lower alkyl group, -

(C=O)-R<sup>6</sup> or SR<sup>2</sup> wherein R<sup>6</sup> is a hydrogen atom, an optionally substituted hydrocarbon group, an optionally substituted amino group or an optionally substituted hydroxy group and wherein R<sup>2</sup> has a meaning defined in Claim 1.

4. (Original) A compound according to Claim 1 wherein each R<sup>1</sup> may be same or different and is represented by Formula:



wherein each symbol has a meaning defined in Claim 1, or by formula:



wherein each symbol has a meaning defined in Claim 1.

5. (Original) A compound according to Claim 1 wherein X<sup>1</sup> is an optionally substituted methylene group.

6. (Original) A compound according to Claim 1 wherein X<sup>2</sup> is -O-.

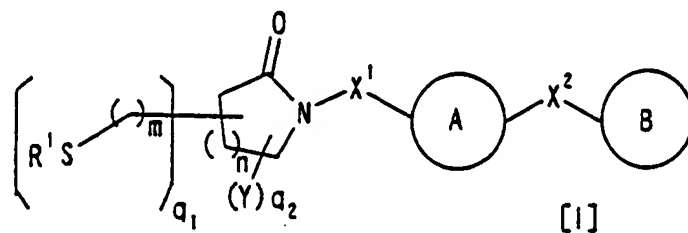
Claim 7 (Cancelled)

Claim 8 (Cancelled)

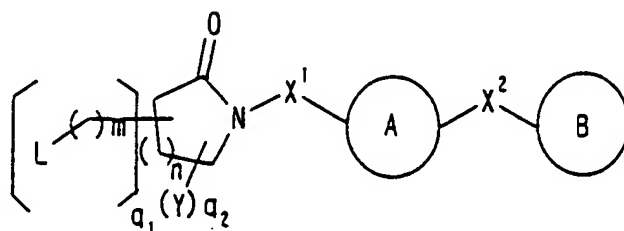
9. (Original) A compound according to Claim 1 wherein m is 0.

Claim 10 (Cancelled)

11. (Original) A method for producing a compound represented by Formula:



wherein each symbol has a meaning defined in Claim 1 or a salt thereof, comprising reacting a compound represented by Formula:

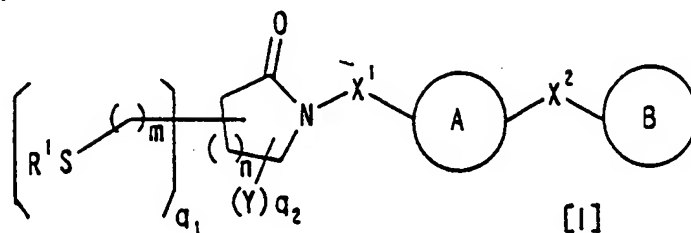


wherein L is a leaving group and each of other symbols has a meaning defined in Claim 1 or a salt thereof with a compound represented by Formula:

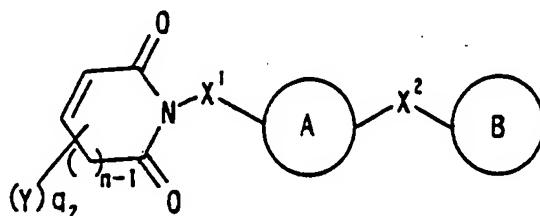


wherein R¹ has a meaning defined in Claim 1 or a salt thereof.

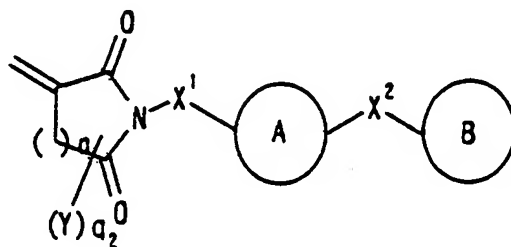
12. (Original) A method for producing a compound represented by Formula:



wherein each symbol has a meaning defined in Claim 1 or a salt thereof, comprising reacting a compound represented by Formula:



wherein each symbol has a meaning defined in Claim 1 or a salt thereof, or a compound represented by Formula:

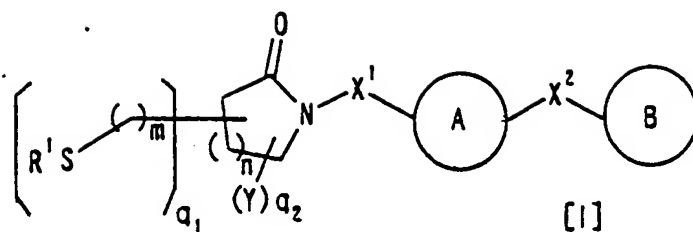


wherein each symbol has a meaning defined in Claim 1 or a salt thereof, with a compound represented by Formula:



wherein  $R^1$  has a meaning defined in Claim 1 or a salt thereof.

13. (Previously Presented) A pharmaceutical composition comprising a compound represented by Formula:



wherein ring A and ring B may be same or different and each is an optionally substituted homocyclic or heterocyclic ring,  
 wherein the substituents on ring A and ring B may be bound to each other and taken together with ring A, ring B and  $X^2$  to form a condensed ring,

each  $R^1$  may be same or different and is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group, an optionally substituted heterocyclic group or  $SR^2$

wherein  $R^2$  is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group or an optionally substituted heterocyclic group,

$X^1$  is a bond, an optionally substituted divalent  $C_{1-3}$  aliphatic hydrocarbon group or  $-NR^3-$  wherein  $R^3$  is a hydrogen atom, an optionally substituted hydrocarbon group or an acyl group,  $X^2$  is a bond, an optionally substituted divalent  $C_{1-3}$  aliphatic hydrocarbon group,  $-NR^4-$ ,  $-O-$  or  $-S(O)_p-$ ,

wherein  $R^4$  is a hydrogen atom, an optionally substituted hydrocarbon group or an acyl group,

and wherein p is 0, 1 or 2,

each Y may be same or different and is a hydrogen atom, an optionally substituted

hydrocarbon group, a halogen atom, a carboxyl group, an acyl group, an optionally substituted hydroxy group, an optionally substituted amino group,  $SR^5$ , an oxo group, a thioxo group, an optionally substituted imino group, a nitro group or a cyano group,

wherein  $R^5$  is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group or an optionally substituted heterocyclic group,

each m may be same or different and is 0 or 1,

n is 3,

$q_1$  is an integer of 1 to  $2n+4$ ,

$q_2$  is an integer of 0 to  $2n+3$ ,

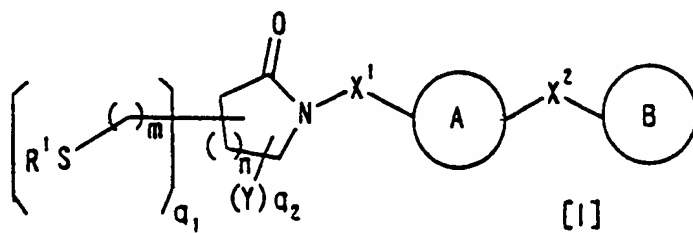
and the sum of  $q_1$  and  $q_2$  is  $2n+4$

or a salt thereof

and a pharmaceutically acceptable carrier.

14. (Currently Amended) A matrix metalloprotease inhibitor comprising a composition of

**a compound represented by Formula:**



**wherein ring A and ring B may be same or different and each is an optionally substituted homocyclic or heterocyclic ring,**



wherein the substituents on ring A and ring B may be bound to each other and taken together with ring A, ring B and X<sup>2</sup> to form a condensed ring,

each R<sup>1</sup> may be same or different and is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group, an optionally substituted heterocyclic group or SR<sup>2</sup>

wherein R<sup>2</sup> is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group or an optionally substituted heterocyclic group,

X<sup>1</sup> is a bond, an optionally substituted divalent C<sub>1-3</sub> aliphatic hydrocarbon group or

-NR<sup>3</sup> - wherein R<sup>3</sup> is a hydrogen atom, an optionally substituted hydrocarbon group or an acyl group, X<sup>2</sup> is a bond, an optionally substituted divalent C<sub>1-3</sub> aliphatic hydrocarbon group, -NR<sup>4</sup>-, -O- or -S(O)<sub>p</sub>-,

wherein R<sup>4</sup> is a hydrogen atom, an optionally substituted hydrocarbon group or an acyl group,

and wherein p is 0, 1 or 2,

each Y may be same or different and is a hydrogen atom, an optionally substituted hydrocarbon group, a halogen atom, a carboxyl group, an acyl group, an optionally substituted hydroxy group, an optionally substituted amino group, SR<sup>5</sup>, an oxo group, a thioxo group, an optionally substituted imino group, a nitro group or a cyano group,

wherein  $R^5$  is a hydrogen atom, an optionally substituted  
hydrocarbon group, an acyl group or an optionally  
substituted heterocyclic group,

each m may be same or different and is 0 or 1,

n is 3,

$q_1$  is an integer of 1 to  $2n+4$ ,

$q_2$  is an integer of 0 to  $2n+3$ ,

and the sum of  $q_1$  and  $q_2$  is  $2n+4$

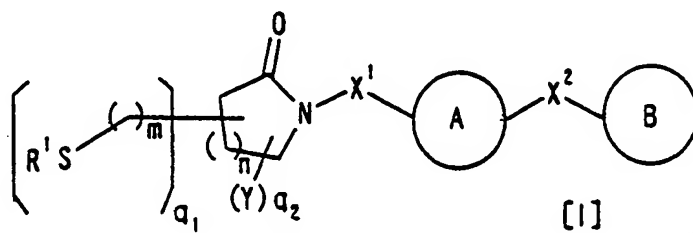
or a salt thereof

and a pharmaceutically acceptable carrier

according to Claim 13 or a salt thereof.

15. (Currently Amended) A prophylactic and therapeutic agent against osteoarthritis, rheumatoid arthritis, osteoporosis, cancer, periodontosis or corneal ulcer comprising a composition of

a compound represented by Formula:



wherein ring A and ring B may be same or different and each is an optionally  
substituted homocyclic or heterocyclic ring,  
wherein the substituents on ring A and ring B may be bound to each  
other and taken together with ring A, ring B and  $X^2$  to form a

condensed ring,

each R<sup>1</sup> may be same or different and is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group, an optionally substituted heterocyclic group or SR<sup>2</sup>

wherein R<sup>2</sup> is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group or an optionally substituted heterocyclic group,

X<sup>1</sup> is a bond, an optionally substituted divalent C<sub>1-3</sub> aliphatic hydrocarbon group or

-NR<sup>3</sup>- wherein R<sup>3</sup> is a hydrogen atom, an optionally substituted hydrocarbon group or an acyl group, X<sup>2</sup> is a bond, an optionally substituted divalent C<sub>1-3</sub> aliphatic hydrocarbon group, -NR<sup>4</sup>-, -O- or -S(O)<sub>p</sub>-,

wherein R<sup>4</sup> is a hydrogen atom, an optionally substituted hydrocarbon group or an acyl group,

and wherein p is 0, 1 or 2,

each Y may be same or different and is a hydrogen atom, an optionally substituted hydrocarbon group, a halogen atom, a carboxyl group, an acyl group, an optionally substituted hydroxy group, an optionally substituted amino group, SR<sup>5</sup>, an oxo group, a thioxo group, an optionally substituted imino group, a nitro group or a cyano group,

wherein R<sup>5</sup> is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group or an optionally

substituted heterocyclic group,

each m may be same or different and is 0 or 1,

n is 3,

$q_1$  is an integer of 1 to  $2n+4$ ,

$q_2$  is an integer of 0 to  $2n+3$ ,

and the sum of  $q_1$  and  $q_2$  is  $2n+4$

or a salt thereof

and a pharmaceutically acceptable carrier

~~according to Claim 13 or a salt thereof.~~

16. (Currently Amended) A method for ~~preventing and~~ treating osteoarthritis, rheumatoid arthritis, osteoporosis, ~~cancer~~, periodontosis or corneal ulcer comprising administering a composition according to Claim 13 or a salt thereof.

Claim 17 (Cancelled)